



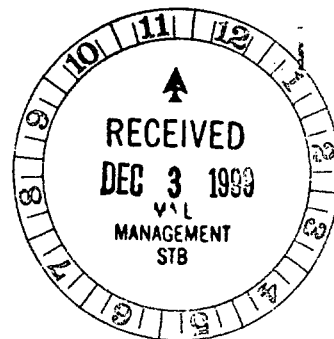
# THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418  
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com

RECORDATION NO. 11858-FILED

DEC 15 '99

1-30PM



December 1, 1999

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series 17)  
Recordation No. 11858

Dear Ms. Fort:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

These secondary documents, dated as of July 31, 1999, are:

Twelfth Supplemental Equipment Trust Agreement between Union Tank Car Company and State Street Bank and Trust Company, as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 11858.

The names and addresses of the parties to the documents are as follows:

Trustee: <sup>OP</sup> State Street Bank and Trust Company  
Two International Place, 4th Floor  
Boston, Massachusetts 02102

Company: <sup>UL</sup> Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

The Equipment involved in this transaction is:

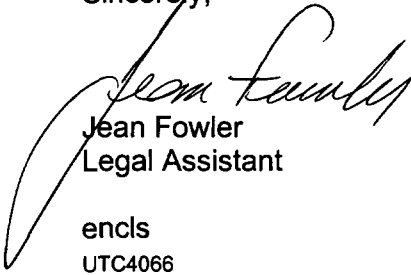
railroad tank cars as more fully described in Schedules A and B to this letter.

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jean Fowler", is written over the typed name and title.

Jean Fowler  
Legal Assistant

encls  
UTC4066

DEC 15 '99

1-30 PM

## TWELFTH SUPPLEMENTAL TRUST AGREEMENT

## UNION TANK CAR COMPANY (SERIES 17)

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1999, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and State Street Bank and Trust Company, as Successor to The First National Bank of Boston ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 17) in the aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.


UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

STATE STREET BANK AND TRUST COMPANY,  
as Successor to The First National Bank of Boston,  
as Trustee

By:   
Title: ASSISTANT VICE PRESIDENT

Attest:

  
ASSISTANT SECRETARY

UTC2044

STATE OF ILLINOIS     )  
                                      ) ss  
COUNTY OF COOK     )

On November 8<sup>th</sup>, 1999, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Janis L. Meyer  
Notary Public



STATE OF MASSACHUSETTS )  
                                      ) ss  
COUNTY OF SUFFOLK )

On November 24, 1999, before me personally came ANDRÉS GUSTAFSON to me known, who, being by me duly sworn, did depose and say that he/she is Asst Vice President of State Street Bank and Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

James M. Coolidge  
Notary Public

JAMES M. COOLIDGE  
Notary Public  
My Commission Expires June 19, 2003

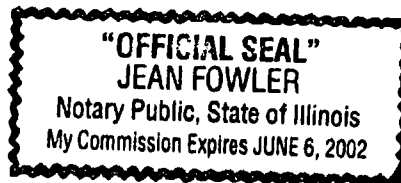
STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement dated as of July 31, 1999, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of November, 1999.

  
Notary Public



UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R017

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
8	T887	25,000 GAL.	CCBX 3551, 3555, 3568-3570, 3572-3574
2	T108	30,000 GAL.	CELX 23300, 23301
<hr/> 10	TOTAL		

7/30/99

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 17 (R17)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
3	BOXT	70 TON	BCIT 842087 NAR 50105, NAR 50124
15	COVE	2,900	UNPX 120402-120416
2	COVE	2,100	UNPX 121893, UNPX 121897
1	TA	13,600	UTLX 11373
1	TM	20,500	UTLX 57843
1	TM	20,600	UTLX 68631
1	TMI	13,300	UTLX 69594
1	TP	17,400	UTLX 27713
1	TP	24,800	UTLX 26032
2	TPI	13,300	UTLX 69710, UTLX 69741
1	TPI	33,800	UTLX 98925
4	T054	12,750	UTLX 11160, UTLX 11168, 11335, 11476
1	T055	20,600	UTLX 11085
2	T104	14,000	UTLX 24881, 24919
1	T105	20,500	UTLX 68940
2	T106	23,500	UTLX 68965, 68987
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39	TOTAL		